

CONRAIL

No. 0 63A050

Date SEP 19 1980

Fee \$ 10.00

ICC Washington, D. C.

RECORDATION NO. 6323 A
Filed 1425

SEP 19 1980 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

September 16, 1980

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Recordation No. 6323.

Dear Madam:

Enclosed for filing is an executed original of the July 25, 1980 Termination Agreement and Release between The Philadelphia National Bank and Consolidated Rail Corporation which terminates the Lease Agreement of August 27, 1971 between The Philadelphia National Bank and Reading Company which bears Interstate Commerce Commission Recordation No. 6323.

Also enclosed is a check in the amount of \$10.00 to cover the filing fee.

It would be appreciated if you will stamp the recordation information on the enclosed duplicate original of the above agreement and return same to our messenger.

Thank you for your cooperation regarding the above.

Very truly yours,



Richard B. Wachenfeld
Corporate Counsel

RBW/dlk

Encl.

RECEIVED
SEP 19 1 41 PM '80
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FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

9/19/80

OFFICE OF THE SECRETARY

Richard B. Wachenfeld
Corporate Counsel
Conrail
Six Penn Center Plaza
Phila. PA. 19104

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on _____ at _____, and assigned recordation number(s) **9/19/80 1:50pm**.

6323-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

Released

SE-30
(7/79)

TERMINATION AGREEMENT AND RELEASE SEP 19 1980 -1 50 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated as of this 25th day of July, 1980, by and between THE PHILADELPHIA NATIONAL BANK, a national banking association ("PNB"), and CONSOLIDATED RAIL CORPORATION, a corporation organized under the laws of the Commonwealth of Pennsylvania ("Conrail"),

WITNESSETH:

WHEREAS, by agreement dated August 27, 1971 between PNB and Reading Company, bearing Interstate Commerce Commission Recordation No. 6323 (the "Lease"), PNB purchased from and leased back to Reading Company 100 used 40-foot box cars bearing Reading Company's road numbers 118100 to 118159, inclusive, and 111250 to 111289, inclusive; (the "Box Cars"); and

WHEREAS, Andrew L. Lewis, Jr., and Joseph L. Castle, as Trustees of the property of Reading Company, Debtor, by Document No. RDG-CRC-RS&E-2 dated March 29, 1976 and bearing Interstate Commerce Commission Recordation No. 8269, pursuant to an order of the Special United States District Court established under the provisions of Section 209(b) of the Regional Rail Reorganization Act of 1973 (Public Law 93-236, 87 Stat. 985) assigned and conveyed to Conrail all right, title and interest in the Lease and the Box Cars; and

7.

WHEREAS, differences have developed between PNB and Conrail concerning the Lease which have now been resolved subject to the terms and conditions hereinafter set forth:

NOW THEREFORE, in consideration of the premises and payment by Conrail to PNB of One Hundred Twenty Thousand, One Hundred Fifty-Seven and 72/100 Dollars (\$120,157.72), receipt of which is hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

1. The Lease is hereby terminated effective as of the day and year first above written.

2. PNB does hereby remise, release, quitclaim and forever discharge Conrail and Andrew L. Lewis, Jr., and Joseph L. Castle, as Trustees of the property of Reading Company, Debtor, their successors and assigns, from all claims, demands, actions and causes of action of every kind whatsoever, including but without limitation of the foregoing, all liability for damages, rental costs, expenses and compensation of any kind, nature or description now existing or which may hereafter arise out of or under the Lease, except for the indemnities referred to in Section 9 of the Lease.

3. PNB will deliver to Conrail two fully executed Bills of Sale in the form annexed hereto to convey title to

the Box Cars to Conrail free and clear of all liens and encumbrances.

IN WITNESS WHEREOF, the parties hereto have executed this agreement as of the day and year first above written.

ATTEST:

THE PHILADELPHIA NATIONAL BANK

R William Hurd By: Eric L Van Helden

ATTEST:

CONSOLIDATED RAIL CORPORATION

Anthony Richard DiChery By: H. W. B.

COMMONWEALTH OF PENNSYLVANIA :

SS

COUNTY OF PHILADELPHIA :

On this 25 day of July, 1980, before me personally appeared Eric L. Van Gieson, to me personally known, who, being by me duly sworn says that he is a Vice President of The Philadelphia National Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of the said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Lorraine Angelozzi
Notary Public
Philadelphia, Philadelphia Co.

(Notarial Seal)

LORRAINE ANGELOZZI
NOTARY PUBLIC, PHILA, PHILA CO.
My Commission Expires Nov. 24, 1980

COMMONWEALTH OF PENNSYLVANIA :

SS

COUNTY OF PHILADELPHIA :

On this 25th day of July, 1980, before me personally appeared H.W. Brown, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT - TREASURER of Consolidated Rail Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony Richard DiArenzo
Notary Public
Philadelphia, Philadelphia Co.

(Notarial Seal)

ANTHONY RICHARD DIARENZO
NOTARY PUBLIC, PHILA, PHILA CO
My Commission Expires Sept 15, 1980

3283

NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,
12:01 a.m., the Financing Agreement described below has
been assigned to the Consolidated Rail Corporation by the
Trustees of: Reading Company
1 Plymouth Meeting
Plymouth Meeting, PA 19452

The Financing Agreement is a Lease
dated August 27, 1971,
bearing the ICC recordation number 6323.
The payee's name and address is: The Philadelphia National Bank
Broad and Chestnut Sts.
Phila., PA 19101

This Notice of Assignment has been placed in the
file of the ICC recordation number listed above and the entire
assignment is contained in the ICC recordation file stamped
in the margin of this assignment. A copy hereof will be
promptly mailed to the payee listed above for distribution
to the beneficial holder(s) of the Financing Agreement described
in this Notice of Assignment.

Consolidated Rail Corporation